

SEC  
Mail Processing  
Section

MAR - 1 2013

Washington DC  
402



13011858

TED STATES  
EXCHANGE COMMISSION  
Washington, D.C. 20549

**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III**

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	April 30, 2013
Estimated average burden hours per response.....	12.00

SEC FILE NUMBER
8-43418

3/5

FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 01/01/2012 AND ENDING 12/31/2012  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER: **Wyser-Pratte & Co., Inc.**

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)  
**410 Park Avenue Suite 1500**

OFFICIAL USE ONLY

FIRM I.D. NO.

(No. and Street)

**New York**

**New York**

**10022**

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Guy Wyser-Pratte

(914) 234-4930

(Area Code - Telephone Number)

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

**EisnerAmper LLP**

(Name - if individual, state last, first, middle name)

**750 Third Avenue**

**New York**

**NY**

**10017**

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant  
☐ Public Accountant  
☐ Accountant not resident in United States or any of its possessions.

ELIZABETH A. SHEERAN  
Notary Public, State of New York  
No. 01SH6073122  
Qualified in Westchester County  
Commission Expires April 15, 2014

*Elizabeth A. Sheeran*

**FOR OFFICIAL USE ONLY**

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

SEC 1410 (06-02)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

5/12

## OATH OR AFFIRMATION

I, Guy P. Wyser-Pratte, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Wyser-Pratte & Co., Inc., as of December 31, 20 2012, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

ELIZABETH A. SHEERAN  
Notary Public, State of New York  
No. 01SH6073122  
Qualified in Westchester County  
Commission Expires April 15, 2014

Elizabeth A. Sheeran  
Notary Public

Guy P. Wyser-Pratte  
Signature  
CEO  
Title

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☐ (c) Statement of Income (Loss).
- ☐ (d) Statement of Changes in Financial Condition.
- ☐ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☐ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).



# **WYSER-PRATTE & CO., INC.**

## **STATEMENT OF FINANCIAL CONDITION**

**DECEMBER 31, 2012**

## **INDEPENDENT AUDITORS' REPORT**

To the Stockholder of  
Wyser-Pratte & Co., Inc.

### **Report on the Financial Statement**

We have audited the accompanying statement of financial condition of Wyser-Pratte & Co., Inc. as of December 31, 2012 that is filed pursuant to Rule 17a-5 under the Securities Exchange Act of 1934, and the related notes to the statement of financial condition.

### ***Management's Responsibility for the Financial Statement***

Management is responsible for the preparation and fair presentation of this financial statement in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statement that is free from material misstatement, whether due to fraud or error.

### ***Auditor's Responsibility***

Our responsibility is to express an opinion on the financial statement based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Opinion***

In our opinion, the statement of financial condition referred to above presents fairly, in all material respects, the financial position of Wyser-Pratte & Co., Inc. as of December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.



New York, New York  
February 26, 2013

**WYSER-PRATTE & CO., INC.****STATEMENT OF FINANCIAL CONDITION****December 31, 2012****ASSETS**

Cash	\$ 147,431
Due from Broker	1,055,489
Due from Affiliate	582,022
Other Assets	9,655

---

<b>Total Assets</b>	<b>\$ 1,794,597</b>
---------------------	---------------------

---

**LIABILITIES AND STOCKHOLDER'S EQUITY**

Liabilities:	
Accrued expenses and other liabilities	\$ 35,992

---

**Commitments****Stockholder's Equity:**

Common stock - \$1 par value; authorized, issued and outstanding 1,000 shares	1,000
Additional paid-in capital	382,790
Retained earnings	1,374,815

---

<b>Total Stockholder's Equity</b>	<b>1,758,605</b>
-----------------------------------	------------------

---

<b>Total Liabilities and Stockholder's Equity</b>	<b>\$ 1,794,597</b>
---	---------------------

---

See Notes to Statement of Financial Condition

**WYSER-PRATTE & CO., INC.**  
**NOTES TO STATEMENT OF FINANCIAL CONDITION**  
**December 31, 2012**

---

**1. ORGANIZATION  
AND SIGNIFICANT  
ACCOUNTING  
POLICIES:**

Wyser-Pratte & Co., Inc. (the "Company") is a broker-dealer registered with the Securities and Exchange Commission (the "SEC") and is a member of the Financial Industry Regulatory Authority ("FINRA"). The Company acts as an introducing broker for which it earns commissions. All transactions for its customers are cleared through and carried by a New York Stock Exchange member firm on a fully disclosed basis.

Commissions earned on securities transactions and related expenses are recorded on a trade-date basis.

The preparation of this financial statement in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statement. Actual results could differ from those estimates.

The Company has elected to be treated as a Subchapter S Corporation for federal and New York State income tax purposes. As an S Corporation, the Company is subject to New York City General Corporation tax and a New York State tax surcharge, while the stockholder is liable for personal income taxes on the Company's taxable income.

The Company recognizes tax benefits or expense on the temporary differences between the tax basis and book basis of its assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. At December 31, 2012, the Company had no deferred tax assets or liabilities.

Tax laws are complex and subject to different interpretations by the taxpayer and taxing authorities. Significant judgment is required when evaluating tax provisions and related uncertainties. Future events such as changes in tax legislation could require a provision for income taxes.

Management is responsible for determining whether a tax position taken by the Company is more likely than not to be sustained on the merits. The Company has no material unrecognized tax benefits and has not recognized in the financial statement any interest or penalties related to income taxes. There are currently no income tax returns under audit. With few exceptions, the Company is no longer subject to U.S. federal, state, or local income tax examinations by taxing authorities for years before 2009.

**WYSER-PRATTE & CO., INC.**  
**NOTES TO STATEMENT OF FINANCIAL CONDITION**  
**December 31, 2012**

---

- 2. DUE FROM BROKER:** The clearing and depository operations for the Company's transactions are provided by a broker pursuant to a clearance agreement. At December 31, 2012, the receivable from clearing broker represents deposits with the broker and commissions receivable earned as an introducing broker for the transactions of its customers. The Company has agreed to indemnify its clearing broker for losses that the clearing broker may sustain from the customer accounts introduced by the Company.
- 3. REGULATORY REQUIREMENTS:** As a broker-dealer and member organization of FINRA, the Company is subject to the Uniform Net Capital Rule 15c3-1 of the SEC. The rule requires the Company to maintain minimum net capital, as defined, of 6-2/3% of aggregate indebtedness, as defined, or \$5,000, whichever is greater. At December 31, 2012, the Company had net capital of \$1,166,928, which exceeded its requirement of \$5,000 by \$1,161,928.
- The Company is exempt under paragraph (k)(2)(ii) of Rule 15c3-3 as the Company's activities are limited to clearing all transactions with and for customers on a fully disclosed basis with a clearing broker.
- 4. RELATED PARTY TRANSACTIONS:** The Company has entered into an Administrative Services Agreement (the "Services Agreement") with Wyser-Pratte Management Company, Inc. ("WPM"), an affiliate that has a term of one year and is automatically renewed annually, unless terminated or modified by written notice. Pursuant to the Services Agreement, WPM provides administrative, facility and other management and back-office services to the Company and charges the Company a portion of expenses incurred by WPM.
- As of December 31, 2012, the Company has an outstanding receivable of approximately \$582,000 from WPM. The intercompany receivable is noninterest-bearing and has no scheduled repayment terms.
- The Company earned commission income from the EuroPartners Arbitrage Fund (the "Fund"), in which the chief executive officer of the Company is also a principal of the investment adviser of the Fund. In addition, the Company earned commission income from other related parties.
- 5. COMMITMENTS:** The Company has a month-to-month lease for one of its office spaces. The office lease rentals are subject to escalations based upon increases in specified operating expenses. The Company and WPM share the rent expense per the Services Agreement.
- The Company also occupies an office space owned by the sole stockholder. WPM entered into an expense reimbursement agreement with the sole stockholder whereby WPM will pay all expenses in connection with the use of the property. The Company will continue to share all of the expense noted above with WPM in accordance with the Services Agreement, including a portion of amortization of leasehold improvements.

**WYSER-PRATTE & CO., INC.**  
**NOTES TO STATEMENT OF FINANCIAL CONDITION**  
**December 31, 2012**

---

- 6. CONCENTRATIONS:** Three customers with commission income representing 29% of total commission earned terminated the customer relationship with the Company during the year. The remaining revenue was earned entirely from the related parties.

The accompanying financial statement is not necessarily indicative of the Company's financial condition had the Company been operated as an unaffiliated entity.

Significant concentrations of the Company's assets are in the receivables from broker and from affiliate.